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October 15, 1998 **FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY**

Magalie Roman Salas
Secretary
Federal Communications Commission
1919 M Street, N.W.
Washington, D.C. 20554

Re: CC Docket No. 98-184

Dear Ms. Salas:

Herewith transmitted, on behalf of United States Cellular Corporation ("USCC") are an original and twelve copies of its Comments on the protective order proposed by GTE Corporation and Bell Atlantic Corporation in the above-referenced docket.

In the event there are any questions concerning this matter, please communicate with this office.

Very truly yours,


Peter M. Connolly

cc (w/encl.): ITS
Chief, Policy and Program Planning Division
Chief, International Bureau
Jeanine Poltronieri
Chief, Commercial Wireless Division

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Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

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FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

In re)
)
Applications Seeking FCC)
Consent To The Transfer) CC Docket No. 98-184
of Control of Authorizations)
Controlled by GTE Corporation)
To Bell Atlantic Corporation)

COMMENTS ON PROPOSED PROTECTIVE ORDER

United States Cellular Corporation ("USCC") hereby files its Comments on the protective order proposed by GTE Corporation ("GTE") and Bell Atlantic Corporation ("Bell Atlantic"), a copy of which is attached to the public notice concerning the proposed transfer of control of GTE to Bell Atlantic.¹ USCC, which owns and/or operates cellular systems in 45 MSA and 100 RSA markets, holds minority partnership interests in certain of the licensees involved in the proposed transfer of control (for example GTE Mobilnet of Indiana Limited Partnership [KNKA216 et al] and Fresno MSA Limited Partnership [KNKA301 et al]). USCC thus has an interest in ensuring that its rights are not infringed in the relevant partnerships by the proposed transfer of control.

¹ See Public Notice, "GTE Corporation and Bell Atlantic Corporation Seek FCC Consent For A Proposed Transfer of Control And Commission Seeks Comment on Proposed Protective Order Filed By GTE and Bell Atlantic," DA 98-2035, released October 8, 1998

USCC has reviewed the parties' proposed protective order and does not object to its basic goal, which is to protect competitively sensitive information from misuse by competitors. However, for the following reasons, USCC would suggest certain relatively minor revisions to it which would prevent the protective order from being misused to shield the applicants from actions by their partners, not competitors.

USCC believes the proposed protective order is overly broad and could be used by the applicants to frustrate the enforcement of contractual rights under various partnership agreements between affiliates of the applicants on the one hand and affiliates of USCC and other entities on the other. To date, neither GTE nor Bell Atlantic has communicated to USCC nor, to the best of our knowledge, to any other of their respective partners in the various licensee partnerships holding cellular authorizations, any information regarding the proposed transaction and the consequences for such licensee partnerships. To the extent counsel for USCC, in the course of reviewing Stamped Confidential Documents, determine that either applicant is subject to obligations under one or more of the applicable partnership agreements governing the licensee partnerships, the instant protective order should not be permitted to be used as a shield in any proceeding which may be necessary to enforce such rights. Neither the applicants nor USCC are strangers to the potential for disagreement among partners over the consequences of a change in control transaction.

Because information discovered in the course of reviewing Stamped Confidential Documents may bear on the enforcement of other obligations of the applicants to their various partners in licensee partnerships, and the discovery of information bearing on those rights in this proceeding should not be used as a bar against the use of such information in any proceeding to enforce partnership rights, we suggest the following changes:

1. Delete clause (b) of paragraph 8. Alternatively, define "confidential materials" in clause (b) or delete "confidential materials" and replace it with "Confidential Information".
2. In the second sentence of paragraph 11, insert "(i)" immediately before the word "communications", and at the end of that sentence, following the word "GTE", delete the period and add the following: "and (ii) any proceeding to enforce contractual rights arising as a consequence of the merger of Bell Atlantic and GTE."

Conclusion

In order to protect USCC's rights and those of other partners, we ask that the above revisions in the proposed protective order be made.

Respectfully submitted,

UNITED STATES CELLULAR CORPORATION

By: 

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October 15, 1998

Its Attorneys